

AAA

# OSTER

## Researching Services

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RECORDATION NO. 16168 - AAA  
FILED 1425

APR 5 1994 9:48 AM

INTERSTATE COMMERCE COMMISSION

April 5, 1994

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

You will find enclosed a Partial Termination of Security Agreement dated as of 3/22/94.

This agreement terminates 81 boxcars and 17 locomotives which are further described on Exhibit A.

Please record this agreement as a supplement to a Security Agreement which was filed under ICC Recordation #16168.

The filing fee of \$18 is enclosed. Thank you for your assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

RECEIVED  
OFFICE OF THE  
SECRETARY  
APR 5 9 13 AM '94  
LICENSING BRANCH

Counterpart - Mary Ann Oster

APR 5 1994 9:42AM

PARTIAL TERMINATION OF  
SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") dated as of March 22, 1994 by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "Agent"), for the benefit of Helm Financial Corporation, a California corporation ("Helm").

1. **Recitals.** Helm owns the eighty-one (81) boxcars and the seventeen (17) locomotives bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

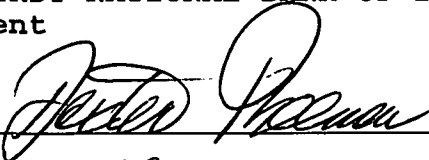
Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON,  
as Agent

By: 

Title: VP

COMMONWEALTH OF MASSACHUSETTS )  
 ) S  
COUNTY OF SUFFOLK )

On this 23rd day of MARCH, before me, personally appeared DEXTER FREEMAN to me personally know, who being by me duly sworn, says that he is a VICE PRESIDENT of **The First National Bank of Boston**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Florence Grose  
Notary Public

My Commission Expires:

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FLORENCE GROSE  
Notary Public  
My Commission Expires November 12, 1999

## EXHIBIT A

### Description of Equipment:

Eighty-one (81), 100-ton XL boxcars

### Unit Numbers:

DRGW 65200, 65202-65221, 65223-65230, 65233-65240, 65243-65246,  
65248-65258, 65261-65262, 65264-65267, 65269-65271, 65273,  
65275-65276, 65278-65281, 65283-65286, 65288-65289, 65292-  
65297, 65299

### Description of Equipment:

Seventeen (17), 2,000 horsepower, EMD model GP38-2 locomotives

### Unit Numbers:

MP 2075  
MP 2093  
MP 2106  
UP 2077  
UP 2079  
UP 2080  
UP 2082  
UP 2083  
UP 2085  
UP 2091  
UP 2100  
UP 2102  
UP 2104  
UP 2105  
UP 2107  
UP 2109  
UP 2110